

EXHIBIT D

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1 MR. BASILE: Correct.

2 THE COURT: But they're willing to consent to an
3 extension of the injunctive relief in the sense that they're
4 fine with me telling the stock transfer agent not to transfer
5 the stock. Correct?

6 MR. BASILE: Correct.

7 THE COURT: OK. There's not much I can really do on
8 that point, sir, and I'm going to hear from Mr. Franco in just
9 a moment, but I believe I have from you your arguments
10 regarding intervention or your opposition to same. But let me
11 just probe those a little bit, and then I'll hear from
12 Mr. Franco.

13 What you're saying, basically, is that you and the LZG
14 defendants are in settlement discussions. Is that a fair thing
15 to say?

16 MR. BASILE: That's fair, your Honor.

17 THE COURT: All right. I've asked this question
18 before, and therefore, I guess I'm still asking it. I don't
19 know how those matters can be fully resolved without taking
20 account of the case before Judge Vyskocil. I think when you
21 and I first spoke in connection with your TRO, I wondered,
22 somewhat rhetorically, whether the case should be joined with
23 her case. And I remember having discussions with her about it.

24 Why do you believe the cases can proceed on separate
25 tracks?

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1 MR. BASILE: As a threshold matter, to my
2 understanding, my client hasn't been served in that case.

3 Additionally --

4 THE COURT: Has not been served.

5 MR. BASILE: We have not been served in that case.

6 THE COURT: OK. And I am assuming, but perhaps I'm
7 just being a little bit glib here, you're not today consenting
8 to receive service on behalf of your client.

9 MR. BASILE: No, I'm not consenting to that.

10 THE COURT: I figured I'd check, but OK. I thought as
11 much.

12 Please continue, sir.

13 MR. BASILE: We have not been served in that case. We
14 are also the defendants in the case with the same respondents
15 in this case, your Honor. As I mentioned in our --

16 THE COURT: Please excuse me, sir.

17 In that other case, has your client been served?

18 MR. BASILE: No.

19 THE COURT: So there's a state court case and a
20 federal case where your client is the defendant.

21 MR. BASILE: That's correct.

22 THE COURT: Brought by the same plaintiff's counsel.

23 MR. BASILE: I believe so. I'm not involved with the
24 Florida case.

25 THE COURT: OK. So the state case is in Florida.

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1 MR. BASILE: Correct.

2 THE COURT: The federal case is here, in this
3 district.

4 MR. BASILE: Right.

5 THE COURT: Thank you.

6 And your client is aware of, but has not been served
7 in, the other case.

8 MR. BASILE: That's correct.

9 THE COURT: OK. And so your view is having not been
10 served, it would actually be inappropriate for you to do
11 anything in those other cases.

12 MR. BASILE: We believe that coupled with the fact
13 that the LZG, Ritz and Moe, the same respondents in this
14 special proceeding, are on the same side serving as defendants.
15 We do not -- as I mentioned in our previous conference, we do
16 not believe that it would have been appropriate to be, as
17 defendants on the same side, seeking injunctive relief against
18 another fellow defendant as opposed to commencing a separate
19 action.

20 THE COURT: You did mention that. Let me just take a
21 note of that again.

22 Let's then please talk about the motion to intervene.
23 There is something unusual about having you also be the
24 standard-bearer for the LZG defendants, but that's where we are
25 today. You're here and they are not. I believe you understand